

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
Jacqueline Marcus
Robert J. Lemons

Attorneys for Lehman Brothers Holdings Inc.
and Certain of Its Affiliates

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re : **Chapter 11 Case No.**
LEHMAN BROTHERS HOLDINGS INC., et al., : **08-13555 (JMP)**
Debtors. : **(Jointly Administered)**
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**ORDER AUTHORIZING DEBTORS TO ASSUME
CERTAIN EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

WHEREAS on October 25, 2011, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed a Plan Supplement [ECF No. 21254], as amended from time to time (the “Plan Supplement”),¹ containing documents and schedules in connection with the Modified Third Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and its Affiliated Debtors (the “Plan”), dated December 5, 2011 [ECF No. 22973] that was confirmed by order of the Court on December 6, 2011 [ECF No. 23023] (the “Confirmation Order”);²

WHEREAS the Plan became effective on March 6, 2012;

¹ A list of the amendments to the Plan Supplement and other notices and orders pertaining thereto is annexed hereto as Exhibit A.

² Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Plan and the Confirmation Order.

WHEREAS pursuant to the Confirmation Order, the Court approved the assumption, pursuant to sections 365(a) and 1123(b)(2) of the Bankruptcy Code, of each executory contract and unexpired lease designated in the Plan Supplement, other than any executory contracts and unexpired leases set forth on Schedules 1 and 2 of the Confirmation Order, or that were the subject of the objections listed on Schedules 1 and 2 of the Confirmation Order;

WHEREAS the executory contracts and unexpired leases listed on Exhibit B hereto (the “Wells Fargo Contracts”) were included on Schedule 2 of the Confirmation Order and designated as Deferred Contracts because the Debtors and the counterparties to the Wells Fargo Contracts (the “Wells Fargo Counterparties”) agreed to defer all disputes in connection with the Debtors’ motion to assume the Wells Fargo Contracts;

WHEREAS the Debtors have agreed to amend the descriptions of the Wells Fargo Contracts to read as provided on Exhibit B;

WHEREAS the Debtors do not, at this time, seek this Court’s approval to assume the Custody Agreement, dated as of March 1, 1996 between Lehman Capital, a division of Lehman Brothers Holdings Inc., and Wells Fargo Bank, N.A. Corporate Trust Services, as successor to Norwest Bank Minnesota, N.A., which shall remain a Deferred Contract in connection with the Debtors’ motion to assume such contract;

WHEREAS the Debtors seek this Court’s approval to assume the Wells Fargo Contracts in accordance with the Confirmation Order and the Plan;

IT IS HEREBY:

ORDERED that pursuant to sections 365(a) and 1123(b)(2) of the Bankruptcy Code, the assumption of the Wells Fargo Contracts by the Debtors is hereby approved; and it is further

ORDERED that the descriptions of the Wells Fargo Contracts on the Plan Supplement shall be amended and modified in accordance with the modifications set forth on Exhibit B, which shall replace the descriptions set forth on the Plan Supplement; and it is further

ORDERED that the filing and service of the Plan and the Plan Supplement, the service of notice of the \$0 cure amount, the publication of the Confirmation Order, and the service of a notice of presentment with respect to this Order provides adequate notice of the assumption of the Wells Fargo Contracts; and it is further

ORDERED that there are no defaults of any of the Debtors under the Wells Fargo Contracts that must be cured pursuant to section 365(b) of the Bankruptcy Code; and it is further

ORDERED that the Wells Fargo Counterparties have been provided with adequate assurance of future performance pursuant to section 365(f) of the Bankruptcy Code; and it is further

ORDERED that the assumption of a Wells Fargo Contract shall not enhance any contractual rights of a counterparty that were otherwise unenforceable under the Bankruptcy Code immediately prior to the assumption of such contract; *provided, however,* that the rights of all counterparties to assert that a contractual right was enforceable under the Bankruptcy Code immediately prior to assumption or rejection and the Debtors' rights to dispute any such assertions are fully preserved; and it is further

ORDERED that with respect to the Wells Fargo Contracts, any defaults on the part of the Debtors that may arise because of a condition specified in section 365(b)(2) of the Bankruptcy Code (“Ipsso Facto Defaults”) are not subject to the requirements under section 365(b)(1) of the Bankruptcy Code and no party shall be permitted to declare a default, terminate, cease payment, delivery or any other performance under any executory contract or unexpired lease, or any agreement relating thereto, or otherwise modify any such executory contract or unexpired lease, assert any Claim or right to termination payment, or impose any penalty or otherwise take action against a Debtor as a result of an Ipsso Facto Default; and it is further

ORDERED that the Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: August 28, 2013
New York, New York

/s/ James M. Peck
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT A

**AMENDMENTS TO THE PLAN SUPPLEMENT AND OTHER NOTICES AND
ORDERS PERTAINING THERETO**

- 1.** Amendment No. 1 to the Plan Supplement, filed on November 4, 2011 [ECF No. 21665].
- 2.** Amendment No. 2 to the Plan Supplement, filed on November 15, 2011 [ECF No. 22156].
- 3.** Amendment No. 3 to the Plan Supplement, filed on November 22, 2011 [ECF No. 22590].
- 4.** Amendment No. 4 to the Plan Supplement, filed on November 29, 2011 [ECF No. 22742].
- 5.** Amendment No. 5 to the Plan Supplement, filed on December 2, 2011 [ECF No. 22876].
- 6.** Amendments No. 6 and No. 7 to the Plan Supplement, filed on December 5, 2011 [ECF Nos. 22975 and 22980].
- 7.** Notice of Withdrawal of Debtors' Application to Assume Certain Executory Contracts, filed on January 31, 2012 [ECF No. 24823].
- 8.** Notice of (i) Withdrawal of Debtors' Application to Assume Certain Executory Contracts, (ii) Indefinite Adjournment of Debtors' Application to Assume Certain Executory Contracts, (iii) Adjournment of Hearing on Debtors' Application to Assume Certain Executory Contracts, and (iv) Status Conference on Debtors' Proposed Assumption of Executory Contracts, filed on February 9, 2012 [ECF No. 25201].
- 9.** Third Notice of Withdrawal of Debtors' Application to Assume Certain Executory Contracts, filed on February 13, 2012 [ECF No. 25266].
- 10.** Order Authorizing Debtors to Assume Certain Executory Contracts and Unexpired Leases, entered by the Court on March 19, 2012 [ECF No. 27016].
- 11.** Fourth Notice of Withdrawal or Deferral of Debtors' Application to Assume Certain Executory Contracts, filed on April 3, 2012 [ECF No. 27262].
- 12.** Fifth Notice of Withdrawal or Deferral of Debtors' Application to Assume Certain Executory Contracts, filed on May 31, 2012 [ECF No. 28313].
- 13.** Notice of Presentment of Order Authorizing Debtors to Assume Certain Executory Contracts and Unexpired Leases, filed on May 31, 2012 [ECF No. 28326].
- 14.** Notice of Adjournment of Hearing on Debtors' Application to Assume Certain Executory Contracts, filed on June 19, 2012 [ECF No. 28871].
- 15.** Sixth Notice of Withdrawal or Deferral of Debtors' Application to Assume Certain Executory Contracts, filed on June 25, 2012 [ECF No. 28956].
- 16.** Corrected Sixth Notice of Withdrawal or Deferral of Debtors' Application to Assume

Certain Executory Contracts, filed on June 25, 2012 [ECF No. 28957].

- 17.** Seventh Notice of Withdrawal or Deferral of Debtors' Application to Assume Certain Executory Contracts, filed on August 14, 2012 [ECF No. 30026].
- 18.** Notice of Adjournment of Hearing on Debtors' Application to Assume Certain Executory Contracts, filed on September 12, 2012 [ECF No. 30894].
- 19.** Order Authorizing Debtors to Assume Certain Executory Contract, entered by the Court on September 28, 2012 [ECF No. 31130].
- 20.** Eighth Notice of Withdrawal of Debtors' Application to Assume Certain Executory Contracts, filed on October 19, 2012 [ECF No. 31569].
- 21.** Ninth Notice of Withdrawal of Debtors' Application to Assume Certain Executory Contracts, filed on November 16, 2012 [ECF No. 32144].
- 22.** Order Authorizing Debtors to Assume Certain Executory Contracts, entered by the Court on November 28, 2012 [ECF No. 32382].
- 23.** Tenth Notice of Withdrawal or Deferral of Debtors' Application to Assume Certain Executory Contracts, filed on December 4, 2012 [ECF No. 32574].
- 24.** Notice of Adjournment of Hearing on Debtors' Application to Assume Certain Executory Contracts, filed on December 4, 2012 [ECF No. 32576].
- 25.** Eleventh Notice of Withdrawal of Debtors' Application to Assume Certain Executory Contracts, filed on February 8, 2013 [ECF No. 34503].
- 26.** Twelfth Notice of Withdrawal of Debtors' Application to Assume Certain Executory Contracts, filed on March 8, 2013 [ECF No. 35786].
- 27.** Notice of Adjournment of Hearing on Debtors' Application to Assume Certain Executory Contracts, filed on March 14, 2013 [ECF No. 35924].
- 28.** Order Authorizing Debtors to Assume Certain Executory Contracts, entered by the Court on March 19, 2013 [ECF No. 36058].
- 29.** Thirteenth Notice of Withdrawal of Debtors' Application to Assume Certain Executory Contracts, filed on June 27, 2013 [ECF No. 38227].
- 30.** Notice of Adjournment of Hearing on Debtors' Application to Assume Certain Executory Contracts, filed on July 3, 2013 [ECF No. 38404].

- 31.** Notice of Corrected Exhibit with Respect to Thirteenth Notice of Withdrawal of Debtors' Application to Assume Certain Executory Contracts, filed on July 12, 2013 [ECF No. 38686].
- 32.** Notice of Corrected Exhibit with Respect to Notice of Adjournment of Hearing on Debtors' Application to Assume Certain Executory Contracts, filed on July 15, 2013 [ECF No. 38714].

EXHIBIT B

WELLS FARGO CONTRACTS

THE FOLLOWING CONTRACTS LISTED IN THE PLAN SUPPLEMENT ON EXHIBIT 2, PART D – RESIDENTIAL REAL ESTATE AGREEMENTS – ARE WELLS FARGO CONTRACTS, AND THE DESCRIPTIONS ARE MODIFIED TO READ AS FOLLOWS:

Investor Codes	Debtor(s)	Counterparty(ies)	Title of Agreement	Description	Notice Address(es)
B69, B78	Lehman Capital, a division of Lehman Brothers Holdings Inc.	Wells Fargo Bank, N.A., as successor to Norwest Mortgage Inc.	<p>Lehman Brothers Bank, FSB (Purchaser) and Norwest Mortgage Inc. (Company) Seller's Warranties and Servicing Agreement, Dated as of March 1, 2000</p> <p>as supplemented by the following related agreements:</p> <p>Side Letter between Lehman Capital, a division of Lehman Brothers Holdings Inc., Lehman Brothers Bank, FSB, and Wells Fargo Bank, N.A., Dated as of August 23, 2005</p> <p>Acknowledgement Agreement between Lehman Capital, a division of Lehman Brothers Holdings Inc., and Wells Fargo Bank, N.A., Dated as of August 25, 2005</p> <p>Acknowledgement Agreement between Lehman Capital, a division of Lehman Brothers Holdings Inc., and Wells Fargo Bank, N.A., Dated as of July 23, 2004</p>	<p>Residential Loan Servicing Agreement</p>	<p>Wells Fargo Bank, N.A. 1 Home Campus, MAC X2301-04R Des Moines, IA 50328-0001 Attention: John B. Brown</p> <p>Wells Fargo & Co. Law Department 800 Walnut Street, MAC N0001-11B Des Moines, IA 50309 Attention: Assistant General Counsel-Mortgage Banking</p>

Investor Codes	Debtor(s)	Counterparty(ies)	Title of Agreement	Description	Notice Address(es)
B97	Lehman Capital, a division of Lehman Brothers Holdings Inc.	Wells Fargo Bank, N.A., as successor to Wells Fargo Home Mortgage, Inc.	<p>Lehman Brothers Bank, FSB (Purchaser) and Wells Fargo Home Mortgage, Inc. (Company) Seller's Warranties and Servicing Agreement, Dated as of December 1, 2000</p> <p>as supplemented by the following related agreements:</p> <p>Side Letter between Lehman Capital, A Division of Lehman Brothers Holdings Inc., Lehman Brothers Bank, FSB and Wells Fargo Bank, N.A., Dated as of July 15, 2005</p> <p>Acknowledgement Agreement between Lehman Capital, A Division of Lehman Brothers Holdings Inc. (Owner), and Wells Fargo Bank, N.A. (successor by merger to Wells Fargo Home Mortgage, Inc.) (Servicer), Dated as of July 25, 2005</p>	Residential Loan Servicing Agreement	<p>Wells Fargo Bank, N.A. 1 Home Campus, MAC X2301-04R Des Moines, IA 50328-0001 Attention: John B. Brown</p> <p>Wells Fargo & Co. Law Department 800 Walnut Street, MAC N0001-11B Des Moines, IA 50309 Attention: Assistant General Counsel-Mortgage Banking</p>
k91, k99, 125	Lehman Capital, a division of Lehman Brothers Holdings Inc.	Wells Fargo Bank, N.A., as successor to Wells Fargo Home Mortgage, Inc.	<p>Wells Fargo Home Mortgage, Inc. (Servicer) and Lehman Capital, a division of Lehman Brothers Holdings Inc. (Owner), Flow Sub-Servicing Agreement, Dated October 1, 2003</p>	Residential Loan Servicing Agreement	<p>Wells Fargo Bank, N.A. 1 Home Campus, MAC X2301-04R Des Moines, IA 50328-0001 Attention: John B. Brown</p> <p>Wells Fargo & Co. Law Department 800 Walnut Street, MAC N0001-11B Des Moines, IA 50309 Attention: Assistant General Counsel-Mortgage Banking</p>